# **EXHIBIT RR**

#### SEC Form 4

#### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB
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OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Repo<br>ONEAL E STANLE<br>(Last) (First)<br>MERRILL LYNCH & O<br>4 WORLD FINANCIAL<br>(Street)<br>NEW<br>YORK NY<br>(City) (State) | (Middle)  | 2. Issuer Name MERRILI [ MER ]  3. Date of Earli 02/25/2005  4. If Amendme (Month/Day/Ye | LYNiest Tran                 | nsaction | on (Month/ | C Iss (Cr 2) (Cr | Director  Officer (give title below)  Chairman of  Individual or Joiollicable Line)  Form filed below | ole)  10 Ott (sp be the Board ont/Group Filin by One Repo | % Owner ner secify low) & CEO          |   |
|---|---|--|------------------------------|----------|------------|--|---|---|--|---|
| 1. Title of Security (Instr. 3)   | Table I - Non-Der  2. Transaction Date (Month/Day/Year) | ivative Securities  2A. Deemed Execution Date, if any (Month/Day/Year)                   | 3.<br>Transa<br>Code (<br>8) | ction    | 4. Securit | ies A  | Beneficially<br>cquired (A)<br>(D) (Instr. 3,   | 5. Amount of Securities Beneficially Owned                | 6.<br>Ownership<br>Form:<br>Direct (D) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|   |   |  | Code                         | v        | Amount     | (A)<br>or<br>(D)   | Price   | Following Reported Transaction (s) (Instr. 3 and 4)       | or Indirect<br>(I) (Instr. 4)          | (Instr. 4)  |
| Common Stock  | 02/25/2005  |  | M                            |          | 28,064     | Α  | \$13.6406   | 1,052,003   | D                                      |   |
| Common Stock  | 02/25/2005  |  | F                            | 1        | 17,160     | D  | \$58.96   | 1,034,843   | D                                      |   |
| Common Stock  | 02/25/2005  |  | M                            |          | 47,856     | A  | \$20.2969   | 1,082,699   | D                                      |   |
| Common Stock  | 02/25/2005  |  | F                            |          | 31,994     | D  | \$58.96   | 1,050,705   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 5,800      | D  | \$59.03   | 1,044,905   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 200        | D  | \$59.04   | 1,044,705   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 32,300     | D  | \$59.05   | 1,012,405   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 1,700      | D  | \$59.06   | 1,010,705   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 10,000     | D  | \$59.07   | 1,000,705   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 31,109     | D  | \$59.1  | 969,596   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 4,100      | D  | \$59.13   | 965,496   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 900        | D  | \$59.14   | 964,596   | D                                      |   |
| Common Stock  | 02/28/2005  |  | S                            |          | 12,600     | D  | \$59.15   | 951,996   | D                                      |   |
| Common Stock  |   |  |                              |          |            |  |   | 31,364  | I                                      | Trust   |
| Common Stock  |   |  |                              |          |            |  |   | 9,600   | I                                      | Trust   |

|   |   |      |                         |   |   |   |  |                        |   | <u> </u>           |  |  | -   | 4   |
|---|---|------|-------------------------|---|---|---|--|------------------------|---|--------------------|--|--|---|---|
| Common  | 1 Stock   |      |                         |   |   |   |  |                        |   |                    | 15,531   | I                                      | Trust   |   |
|   |   |      |                         |   |   |   |  |                        | uired, Dispo<br>s, options, co                  |                    |  | Owned                                  |   |   |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | Date | nsaction<br>n/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) |   | of<br>Deri<br>Sec<br>Acq<br>(A) o<br>Disp<br>of (I | osed<br>))<br>tr. 3, 4 | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\) | ate                | 7. Title an<br>of Securiti<br>Underlying<br>Derivative<br>(Instr. 3 an | ies<br>g<br>Security                   | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9.<br>of<br>de<br>Se<br>Bi<br>O<br>FC<br>Ri<br>Tr<br>(s |
|   |   |      |                         |   | Code                                    | v | (A)  | (D)                    | Date<br>Exercisable                             | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |   |   |
| Stock<br>Option -<br>Right to<br>Acquire            | \$13.6406   | 02/  | 25/2005                 |   | M                                       |   |  | 28,064                 | (1)   | 01/24/2006         | Common<br>Stock  | 28,064                                 | \$0   |   |
| Stock<br>Option -<br>Right to<br>Acquire            | \$20.2969   | 02/  | /25/2005                |   | М                                       |   |  | 47,856                 | (1)   | 01/29/2007         | Common<br>Stock  | 47,856                                 | <b>\$</b> 0   |   |

1. All stock options are exercisable.

#### Remarks:

All reported positions have been rounded down to the nearest whole number.

E. Stanley O'Neal (by Michael A. LaMaina, as 03/01/2005 agent)

\*\* Signature of Reporting Date Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

SEC Form 4

#### FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# OMB APPROVAL OMB Number: 3235-0287 Expires: February 28, 2011 Estimated average burden hours per response 0.5

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1 (h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

|                          |                                      |                          |   | , 710                   |         |                            |                  |              |   |   |  |
|--------------------------|--------------------------------------|--------------------------|---|-------------------------|---------|----------------------------|------------------|--------------|---|---|--|
|                          | Address of Repo                      | •                        | 2. Issuer Name a MERRILL [ MER ]        |                         |         |                            |                  | Issu         | elationship of I<br>er<br>eck all applicab          |   | erson(s) to                            |
|                          | (First)<br>RILL LYNCH<br>) FINANCIAL |                          | 3. Date of Earlie 02/22/2006            | st Trans                | action  | ı (Month/Day               | <i>'</i>         | Officer (air | % Owner her becify low) and CEO                     |   |  |
| (Street) NEW YORK (City) | NY<br>(State)                        | 10080<br>(Zip)           | 4. If Amendmen<br>(Month/Day/Yea        |                         | of Orig | inal Filed                 |                  |              | Person  | by One Repo                                     | rting                                  |
| 1 Title of Se            | curity (Instr. 3)                    | Table I - Non-Deriv      | zative Securities z                     | Acquire<br>3.           | d, Dis  | posed of, o                |                  |              | Owned<br>5. Amount                                  | 6.  | 7. Nature                              |
| 6. 66                    | curry (mean o)                       | Date<br>(Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transa<br>Code (1<br>8) |         | or Disposed<br>3, 4 and 5) |                  |              | of Securities<br>Beneficially<br>Owned<br>Following | Ownership<br>Form:<br>Direct (D)<br>or Indirect | of Indirect<br>Beneficial<br>Ownership |
|                          |                                      |                          |   | Code                    | v       | Amount                     | (A)<br>or<br>(D) | Price        | Reported<br>Transaction<br>(s) (Instr. 3<br>and 4)  | (I) (Instr. 4)                                  | (Instr. 4)                             |
| Common S                 | tock                                 | 02/22/2006               |   | M                       |         | 75,030                     | Α                | \$31         | 957,049   | D   |  |
| Common S                 | tock                                 | 02/22/2006               |   | F                       |         | 51,731                     | D                | \$76.53      | 905,318   | D   |  |
| Common S                 | tock                                 | 02/22/2006               |   | M                       |         | 173,560                    | A                | \$36.17      | 1,078,878   | D   |  |
| Common S                 | tock                                 | 02/22/2006               |   | F                       |         | 125,786                    | D                | \$76.53      | 953,092   | D   |  |
| Common S                 | tock                                 | 02/22/2006               |   | M                       |         | 190,790                    | A                | \$43.78      | 1,143,882   | D   |  |
| Common S                 | tock                                 | 02/22/2006               |   | F                       |         | 148,177                    | D                | \$76.53      | 995,705   | D   |  |
| Common S                 | tock                                 | 02/23/2006               |   | S                       |         | 10,038                     | D                | \$76.55      | 985,667   | D   |  |
| Common S                 | tock                                 | 02/23/2006               |   | S                       |         | 36,400                     | D                | \$76.52      | 949,267   | D   |  |
| Common S                 | tock                                 | 02/23/2006               |   | S                       |         | 100,000                    | D                | \$76.5       | 849,280   | D   |  |
| Common S                 | tock                                 |                          |   |                         |         |                            |                  |              | 22,964  | I   | Trust                                  |
| Common S                 | tock                                 |                          |   |                         |         |                            |                  |              | 7,900   | I   | Trust                                  |
| Common S                 | tock                                 |                          |   |                         |         |                            |                  |              | 735   | I   | Trust                                  |
| Common S                 | tock                                 |                          |   |                         |         |                            |                  |              | 92,823  | I   | Trust                                  |
| Common S                 | tock                                 |                          |   |                         |         |                            |                  |              | 275,529   | I   | Trust                                  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned |
|---|
| (e.g. puts calls warrants options convertible securities)                     |

| (1.3) [1.1]   |   |  |   |      |                             |     |   |   |                    |  |   |             |
|---|---|--|---|------|-----------------------------|-----|---|---|--------------------|--|---|-------------|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      | Transaction<br>Code (Instr. |     | umber of<br>vative<br>urities<br>uired (A)<br>isposed<br>0) (Instr.<br>and 5) | 6. Date Exerc<br>Expiration Day/\(\frac{1}{2}\) | ate                | 7. Title and of Securiti Underlying Derivative (Instr. 3 and | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |             |
|   |   |  |   | Code | v                           | (A) | (D)   | Date<br>Exercisable                             | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares                 |             |
| Stock<br>Option -<br>Right to<br>Acquire<br>(2)     | \$31  | 02/22/2006                                 |   | М    |                             |     | 75,030  | (3)   | 01/26/2008         | Common<br>Stock  | 75,030  | \$0         |
| Stock<br>Option -<br>Right to<br>Acquire            | \$36.1719   | 02/22/2006                                 |   | М    |                             |     | 173,560   | (3)   | 01/25/2009         | Common<br>Stock  | 173,560   | \$0         |
| Stock<br>Option -<br>Right to<br>Acquire<br>(2)     | <b>\$</b> 43.7812   | 02/22/2006                                 |   | М    |                             |     | 190,790   | (3)   | 01/27/2010         | Common<br>Stock  | 190,790   | <b>\$</b> 0 |

- 1. This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of an allocation in a Merrill Lynch plan which is exempt from the reporting requirements under the provisions of Rule 16a-3.
- 2. These stock options were granted under the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan. Transactions under this Plan are exempt under the provisions of Rule 16b-3.
- 3. All options are exercisable.

#### Remarks:

All reported positions have been rounded down to the nearest whole number.

E. Stanley O'Neal (by Michael A. LaMaina, as 02/24/2006 agent)

\*\* Signature of Reporting Date Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Form 4 or Form 5

See Instruction 1(b).

se\_1:07-cv-0968344BEDDFFATESOSECERTIFIES ANDILEX CT/21/2008 **COMMISSION** 

Washington, D.C. 20549

Page 6APPROVAL OMB Number: 3235-0287 Expires: January 31, 2008

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### longer subject to Section 16. obligations may continue.

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| 1. Name and Add                     | 2. Is:   | suer Nan       | ne <b>and</b>     | Ti                                     | cker or                        | Tra | ading Syı                           | mbol             | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |           |   |  |   |  |  |  |  |
|-------------------------------------|----------|----------------|-------------------|--|--------------------------------|-----|-------------------------------------|------------------|---|-----------|---|--|---|--|--|--|--|
| ONEAL E ST                          | ANLEY    |                |                   | RRILI<br>ER ]                          | LY                             | 1(  | CH &                                | C                | O INC   |           | Director  | 10% Ov                                 | wner  |  |  |  |  |
| (Last)                              | (First)  | (Middle)       | 3. Da             | ate of Ea                              | rliest T                       | ra  | nsactio                             | n (N             | IM/DD/YY  | YY)       | X _ Officer (give title below)  | Othe                                   | r (specify  |  |  |  |  |
|                                     |          |                |                   |  | 2                              | 10  | /2005                               |                  |   |           | below)<br><b>Chairman and CEO</b>   |  |   |  |  |  |  |
| C/O MERRII<br>INC., 4 WOR<br>CENTER |          |                |                   |  | 2                              | 12  | /2007                               |                  |   |           |   |  |   |  |  |  |  |
|                                     | (Street) |                |                   | Amendn<br>DD/YYYY                      |                                | ate | e Origii                            | nal l            | Filed   |           | 6. Individual or Joint/Group Applicable Line)                                       | Filing (Che                            | eck   |  |  |  |  |
| NEW YORK,                           | NY 1008  | 0              |                   |  |                                |     |                                     |                  |   |           | V France filed by One Beneating Be  |  |   |  |  |  |  |
| (City)                              | (State)  | (Zip)          |                   |  |                                |     |                                     |                  |   |           | X _ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |   |  |  |  |  |
|                                     | T        | Table I - Non- | Derivati          | ve Secui                               | ities A                        | cç  | quired,                             | Dis              | sposed of   | f, or E   | Beneficially Owned  |  |   |  |  |  |  |
| 1.Title of Security (Instr. 3)      |          |                | 2. Trans.<br>Date | 2A.<br>Deemed<br>Execution<br>Date, if | 3. Trans<br>Code<br>(Instr. 8) |     | 4. Securi<br>(A) or D<br>(Instr. 3, | ispos            | sed of (D)  | Follow    | ount of Securities Beneficially Owned<br>ving Reported Transaction(s)<br>3 and 4)   | 6.<br>Ownership<br>Form:<br>Direct (D) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |  |  |
|                                     |          |                |                   | any                                    | Code                           | v   | Amount                              | (A)<br>or<br>(D) | Price   |           |   | or Indirect (I) (Instr. 4)             |   |  |  |  |  |
| Common Stock                        |          |                | 2/2/2007          |  | М                              |     | 199650                              | A                | \$43.7812   |           | 1331067   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/2/2007          |  | F                              |     | 143658                              | D                | \$94.615  |           | 1187409   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 5202                                | D                | \$94.35   |           | 1182207   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 713                                 | D                | \$94.36   |           | 1181494   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 9050                                | D                | \$94.37   |           | 1172444   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 641                                 | D                | \$94.38   |           | 1171803   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 3278                                | D                | \$94.39   |           | 1168525   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 21948                               | D                | \$94.4  |           | 1146577   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 1710                                | D                | \$94.41   |           | 1144867   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 1069                                | D                | \$94.42   |           | 1143798   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 713                                 | D                | \$94.43   |           | 1143085   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 2637                                | D                | \$94.44   | 1140448 D |   |  |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | s                              |     | 12898                               | D                | \$94.45   | 1127550 D |   |  |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | s                              |     | 4632                                | D                | \$94.46   | 1122918 D |   |  |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | s                              |     | 4347                                | D                | \$94.47   |           | 1118571   | D                                      |   |  |  |  |  |
| Common Stock                        |          |                | 2/5/2007          |  | S                              |     | 6770                                | D                | \$94.48   |           | 1111801   | D                                      |   |  |  |  |  |
|                                     |          |                |                   |  | l                              |     |                                     |                  |   | 1         |   |  |   |  |  |  |  |

| Case 1:07-cv-09633-L  |                      |   |                  |     |                         |                  |  | led 07/21/2008 Page 7 o  | f 10  |  |
|---|----------------------|---|------------------|-----|-------------------------|------------------|--|--|---|--|
| 1. Title of Security (Instr. 3)   | 2. Trans.<br>Date    | 2A.<br>Deemed<br>Execution  | 3. Trans<br>Code |     | 4. Securi               | ties A           | Acquired sed of (D)                                    | of, or Beneficially Owned  5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)                             | Form:   | 7. Nature of Indirect Beneficial                                   |
|   |                      | Date, if<br>any   | Code             | v   | Amount                  | (A)<br>or<br>(D) | Price  |  | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4)                                | Ownership<br>(Instr. 4)  |
| Common Stock  | 2/5/2007             |   | S                |     | 5416                    | D                | \$94.49  | 1106385  | D   |  |
| Common Stock  | 2/5/2007             |   | S                |     | 6128                    | D                | \$94.5   | 1100257  | D   |  |
| Common Stock  | 2/5/2007             |   | s                |     | 2138                    | D                | \$94.51  | 1098119  | D   |  |
| Common Stock  | 2/5/2007             |   | s                |     | 6342                    | D                | \$94.52  | 1091777  | D   |  |
| Common Stock  | 2/5/2007             |   | S                |     | 4489                    | D                | \$94.53  | 1087288  | D   |  |
| Common Stock  | 2/5/2007             |   | s                |     | 1354                    | D                | \$94.54  | 1085934  | D   |  |
| Common Stock  | 2/5/2007             |   | s                |     | 1780                    | D                | \$94.55  | 1084154  | D   |  |
| Common Stock  | 2/5/2007             |   | s                |     | 214                     | D                | \$94.56  | 1083940  | D   |  |
| Common Stock  | 2/5/2007             |   | S                |     | 713                     | D                | \$94.57  | 1083227  | D   |  |
| Common Stock  | 2/5/2007             |   | s                |     | 1853                    | D                | \$94.59  | 1081374  | D   |  |
| Common Stock  | 2/5/2007             |   | S                |     | 855                     | D                | \$94.6   | 1080519  | D   |  |
| Common Stock  | 2/6/2007             |   | S                |     | 200                     | D                | \$93.9   | 1080319  | D   |  |
| Common Stock  | 2/6/2007             |   | S                |     | 2800                    | D                | \$93.91  | 1077519  | D   |  |
| Common Stock  | 2/6/2007             |   | S                |     | 1300                    | D                | \$93.92  | 1076219  | D   |  |
| Table II - Derivative Securit   | ies Bene             | ficially (  | )wned            | ( 4 | e.g Di                  | ıts.             | calls. w   | arrants, options, convertible secu   | rities)   |  |
| 1. Title of Derivate 2. 3. 3A. 4. Security Conversion Trans. Deemed Tr (Instr. 3) or Exercise Date Execution Co | ans. Der Sec Acc Dis | Number of rivative urities quired (A) or posed of (D) str. 3, 4 and | 6. Date and Ex   | E   | xercisable<br>ation Dat | e                | 7. Title ar<br>Securities<br>Derivative<br>(Instr. 3 a | nd Amount of Sunderlying e Security (Instr. 5)  and Amount of Derivative of Security (Instr. 5)  Beneficially Owned Following Reported Transcriptors | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Co  | ode V (A             | (D)   | Date<br>Exercis  | sab | Expira<br>Date          | tion             | Title Sha  | ount or Number of  | 1 /   |  |

#### Remarks:

All reported positions have been rounded down to the nearest whole number.

This is Form 1 of 2 forms reporting transactions between 2/2/2007 and 2/6/2007 by this reporting person.

Reporting Owners

| reporting Owners                |          |           |                  |       |
|---------------------------------|----------|-----------|------------------|-------|
| Deporting Orymon Name / Address |          | Rel       | ationships       |       |
| Reporting Owner Name / Address  | Director | 10% Owner | Officer          | Other |
| ONEAL E STANLEY                 |          |           |                  |       |
| C/O MERRILL LYNCH & CO., INC.   | ,        |           |                  |       |
|                                 |          |           | Chairman and CEO |       |
| 4 WORLD FINANCIAL CENTER        |          |           |                  |       |
| NEW YORK, NY 10080              |          |           |                  |       |

#### **Signatures**

E. Stanley O'Neal (By Pia K. Thompson, as agent)

#### 

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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## FORM 4 1:07 c

longer subject to Section 16.

obligations may continue.

[ ] Check this box if no

Form 4 or Form 5

See Instruction 1(b).

T:07-cv-0968344PEDSFATESOSECERTIFIES AND LEXENANCEDS
COMMISSION

Washington, D.C. 20549

Pagges9Apfrf@VAL

OMB Number: 3235-0287 Expires: January 31, 2008 Estimated average burden hours per response... 0.5

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

| 1. Name and Addr                     | ess of Repo     | orting Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbo |  |                                 |    |  |                  |         | mbol                    | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)         |  |   |  |  |  |
|--------------------------------------|-----------------|-----------------|---|--|---------------------------------|----|--|------------------|---------|-------------------------|---|--|---|--|--|--|
| ONEAL E STA                          | ANLEY           |                 | [ M   | RRILL<br>ER ]                          |                                 |    |  |                  |         |                         | Director  | 10% Ov                                 | wner  |  |  |  |
| (Last)                               | (First)         | (Middle)        | 3. Da   | ate of Ear                             | liest Tr                        | an | saction                                    | (MI              | M/DD/YY | YYY)                    | _X _ Officer (give title below) below) Chairman of the Board and                | Othe                                   | r (specify  |  |  |  |
| C/O MERRIL<br>INC., 4 WORI<br>CENTER |                 |                 |   |  | 2/:                             | 2/ | 2007                                       |                  |         |                         | Chairman of the Board and   | ICEO                                   |   |  |  |  |
|                                      | (Street)        |                 |   | Amendm<br>DD/YYYY)                     |                                 | te | Origina                                    | al F             | iled    |                         | 6. Individual or Joint/Group Applicable Line)                                   | Filing (Che                            | eck   |  |  |  |
| NEW YORK,                            | NY 1008 (State) | (Zip)           |   |  |                                 |    |  |                  |         |                         | _ X _ Form filed by One Reporting Pe<br>Form filed by More than One Rep         |  | n   |  |  |  |
|                                      | T               | able I - Non-l  | Derivati  | ve Secur                               | ities Ac                        | qı | uired, l                                   | Disp             | posed o | f, or I                 | Beneficially Owned  |  |   |  |  |  |
| 1.Title of Security (Instr. 3)       |                 |                 | 2. Trans.<br>Date                                 | 2A.<br>Deemed<br>Execution<br>Date, if | 3. Trans.<br>Code<br>(Instr. 8) |    | 4. Securi<br>(A) or D<br>(D)<br>(Instr. 3, | ispos            | sed of  | Follow                  | unt of Securities Beneficially Owned<br>ing Reported Transaction(s)<br>3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |  |  |  |
|                                      |                 |                 |   | any                                    | Code                            | v  | Amount                                     | (A)<br>or<br>(D) | Price   |                         |   | or Indirect (I) (Instr. 4)             | (Instr. 4)  |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 1300                                       | D                | \$93.93 |                         | 1074919   | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 5673                                       | D                | \$93.94 |                         | 1069246   | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 5527                                       | D                | \$93.95 |                         | 1063719   | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 5500                                       | D                | \$93.96 |                         | 1058219   | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 2200                                       | D                | \$93.97 |                         | 1056019   | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 4354                                       | D                | \$93.98 |                         | 1051665   | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 10600                                      | D                | \$93.99 |                         | 1041065   | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 42346                                      | D                | \$94    |                         | 998719  | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 2783                                       | D                | \$94.01 |                         | 995936  | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 2533                                       | D                | \$94.02 |                         | 993403  | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 1982                                       | D                | \$94.03 |                         | 991421  | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 1900                                       | D                | \$94.04 |                         | 989521  | D                                      |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 829  | D                | \$94.05 | 988692 D                |   |  |   |  |  |  |
| Common Stock                         |                 |                 | 2/6/2007  |  | S                               |    | 1170                                       | D                | \$94.08 | 987522 <sup>(1)</sup> D |   |  |   |  |  |  |
| Common Stock                         |                 |                 |   |  |                                 |    |  |                  |         | 6620 I Tru              |   |  |   |  |  |  |
| Common Stock                         |                 |                 |   |  |                                 |    |  |                  |         | 61259 I Tru             |   |  |   |  |  |  |
| Common Stock                         |                 |                 |   |  |                                 |    |  |                  |         |                         | 218716  | I                                      | Trust   |  |  |  |
| Common Stock                         |                 |                 |   |  |                                 |    |  |                  |         | 89657 I Tru             |   |  |   |  |  |  |

| Cas  | se 1:07-  | cv-09    | 633-LE   | 3S-D  | F  | E                           | Docu     | ment 5                       | 5-45               | Filed           | 07/21/200                        | 8 Pa  | ige 10 o   | f 10   |  |
|--|---|----------|----------|-------|----|-----------------------------|----------|------------------------------|--------------------|-----------------|----------------------------------|---|--|--|--|
| Tabl   | le II - Dei   | ivative  | Securiti | es Be | ne | fici                        | ally Own | ed ( <i>e.g.</i> ,           | puts, cal          | lls, warr       | ants, options                    | , convert   | ible secur   | ities)   |  |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security |          |          | Code  | 8) | Deri<br>Secu<br>Acq<br>Disp | ivative  | 6. Date Exer<br>and Expirati |                    |                 | Underlying<br>Security           | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following | Derivative<br>Security:<br>Direct (D)<br>or Indirect | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |          |          | Code  | v  | (A)                         | (D)      | Date<br>Exercisable          | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |   | Reported<br>Transaction<br>(s) (Instr. 4)                            | l ′  |  |
| Stock Option - Right<br>to Acquire (2)         | \$43.7812   | 2/2/2007 |          | M     |    |                             | 199650   | (3)                          | 1/27/2010          | Common<br>Stock | 199650                           | \$0   | 0  | D  |  |

- (1) This total also reflects the acquisition of shares of Merrill Lynch & Co., Inc. Common Stock as a result of contributions, allocations or dividend reinvestments through Merrill Lynch plans which are exempt from the reporting requirements under the provisions of Rule 16a-3 and/or 16a-11.
- (2) These stock options were granted under the Merrill Lynch & Co., Inc. Long Term Incentive Compensation Plan (the "Plan"). Transactions under this Plan are exempt under the provisions of Rule 16b-3.
- (3) All options are exercisable.

#### Remarks:

All reported positions have been rounded down to the nearest whole number.

This is Form 2 of 2 forms reporting transactions between 2/2/2007 and 2/6/2007 by this reporting person.

Reporting Owners

| reporting o where               |          |           |                               |       |
|---------------------------------|----------|-----------|-------------------------------|-------|
| Demonting Oxymen Name / Address |          |           | Relationships                 |       |
| Reporting Owner Name / Address  | Director | 10% Owner | Officer                       | Other |
| ONEAL E STANLEY                 |          |           |                               |       |
| C/O MERRILL LYNCH & CO., INC.   |          |           |                               |       |
|                                 |          |           | Chairman of the Board and CEO |       |
| 4 WORLD FINANCIAL CENTER        |          |           |                               |       |
| NEW YORK, NY 10080              |          |           |                               |       |

#### **Signatures**

| E. Stanley O'Neal (By Pia K. Thompson, as agent) | 2/6/2007 |
|--|----------|
| ** Signature of Reporting Person                 | Date     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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